

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
RESIDENTIAL CAPITAL, LLC, et al.,¹	: Case No. 12-12020 (MG)
	: (Jointly Administered)
Debtors.	:
-----X	

**AMENDED SCHEDULES OF ASSETS AND LIABILITIES FOR
RESIDENTIAL CAPITAL, LLC (CASE NO. 12-12020)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredit Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

B6 Summary (Official Form 6 - Summary) (12/07)

UNITED STATES BANKRUPTCY COURT

Southern District of New York, New York

In re: Residential Capital, LLC

Case No. 12-12020 (MG)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	17	\$3,533,754,425.68		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	7		\$3,565,843,076.67	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	7		\$2,958,544,176.90	
G - Executory Contracts and Unexpired Leases	YES	11			
H - Codebtors	YES	5			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		51	\$3,533,754,425.68	\$6,524,387,253.57	

B6F (Official Form 6F) (12/07)

In re: **Residential Capital, LLC**

Case No. 12-12020 (MG)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F-1 Attachment General Claims							\$2,958,544,176.90
See Schedule F-2 Attachment Representation & Warranty Claims							Unknown

Subtotal (Total on this page)

\$2,958,544,176.90

B6F (Official Form 6F) (12/07) - Cont.

In re: **Residential Capital, LLC**

Case No. 12-12020 (MG)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F-3 Attachment General Litigation Claims							Unknown
Subtotal (Total on this page)							\$0.00
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$2,958,544,176.90

In re: Residential Capital, LLC

Case No. 12-12020

Schedule F-1

General Claims

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Deutsche Bank Trust Company Americas	25 De Forest Ave		Summit	NJ	07901		\$1,250,000,000 Aggregate 8.500% Senior Unsecured Notes due June 2012, as amended					\$82,948,156.59
Deutsche Bank Trust Company Americas	25 De Forest Ave		Summit	NJ	07901		\$1,750,000,000 Aggregate 8.500% Senior Unsecured Notes due April 2013, as amended					\$495,887,419.30
Deutsche Bank Trust Company Americas	25 De Forest Ave		Summit	NJ	07901		\$250,000,000 Aggregate 8.875% Senior Unsecured Notes due June 2015, as amended					\$117,190,184.61
Deutsche Bank Trust Company Americas	25 De Forest Ave		Summit	NJ	07901		£400,000,000 Aggregate Principal Amount of 8.375% Notes due May 2013 (GBP Spot Rate of 1.6069), as amended					\$63,952,418.79
Deutsche Bank Trust Company Americas	25 De Forest Ave		Summit	NJ	07901		£400,000,000 Aggregate Principal Amount of 9.875% Notes due July 2014 (GBP Spot Rate of 1.6069), as amended					\$107,096,136.34
Deutsche Bank Trust Company Americas	25 De Forest Ave		Summit	NJ	07901		€750,000,000 Aggregate Principal Amount of 7.125% Notes due May 2012 (Euro Spot Rate of 1.2917), as amended					\$136,364,116.92
GMAC Mortgage, LLC	1100 Virginia Drive		Fort Washington	PA	19034		Intercompany Payable					\$445.26
Residential Funding Company, LLC	8400 Normandale Lake Blvd	Ste 350	Minneapolis	MN	55437		Intercompany Payable					\$1,955,105,299.08
											Total:	\$2,958,544,176.90

In re: Residential Capital, LLC

Case No. 12-12020

Schedule F-2

Representation Warranty

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Ambac Assurance Corp C/O Patterson Belknap Webb & Tyler	1133 Avenue of the Americas		New York	NY	10036		Representation & Warranty Claim		X	X	X	Unknown
Assured Guaranty Municipal Corp., f/k/a Financial Security Assurance Inc.	1000 Louisiana St	Suite 5100	Houston	TX	77002		Representation & Warranty Claim		X	X	X	Unknown
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York, Branch; and DG Holding Trust	140 Broadway		New York	NY	10005		Representation & Warranty Claim		X	X	X	Unknown
Federal Housing Finance Agency, as Conservator for the Federal Home Loan Mortgage Corporation	1633 BROADWAY		New York	NY	10019		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
Financial Guaranty Insurance Company	222 East 41st Street		New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
HSH Nordbank AG; HSH Nordbank AG, Luxembourg Branch; HSH Nordbank AG, New York Branch; and HSH Nordbank Securities S.A.	140 Broadway		New York	NY	10005		Representation & Warranty Claim		X	X	X	Unknown
Huntington Bancshares Inc.	485 Lexington Ave	29th Floor	New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
IKB Deutsche Industriebank AG, IKB International S.A. in Liquidation, and Rio Debt Holdings (Ireland) Limited	590 Madison Ave	35th Floor	New York	NY	10022		Representation & Warranty Claim		X	X	X	Unknown

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In re: Residential Capital, LLC

Case No. 12-12020

Schedule F-2

Representation Warranty

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Iowa Public Employees Retirement System C/O Cohen Milstein Sellers & Toll PLLC	150 East 52nd Street	Floor 13	New York	NY	10022		Representation & Warranty Claim		X	X	X	Unknown
Lehman Brothers Holdings, Inc.	1271 Avenue of the Americas		New York	NY	10020		Representation & Warranty Claim		X	X	X	Unknown
Midwest Operating Engineers Pension Trust Fund C/O Cohen Milstein Sellers & Toll PLLC	150 East 52nd Street	Floor 13	New York	NY	10022		Representation & Warranty Claim		X	X	X	Unknown
New Jersey Carpenters Health Fund, New Jersey Carpenters Vacation Fund and Boilermaker Blacksmith National Pension Trust, on Behalf of Themselves and All Others Similarly Situated	88 Pine Street	14th Floor	New York	NY	10005		Representation & Warranty Claim		X	X	X	Unknown
Orange County Employees Retirement System C/O Cohen Milstein Sellers & Toll PLLC	150 East 52nd Street	Floor 13	New York	NY	10022		Representation & Warranty Claim		X	X	X	Unknown
Police and Fire Retirement System of the City of Detroit C/O Zwerling, Schachter & Zwerling	41 Madison Avenue	Suite 208	New York	NY	10010		Representation & Warranty Claim		X	X	X	Unknown
Sealink Funding Ltd.	140 Broadway		New York	NY	10005		Representation & Warranty Claim		X	X	X	Unknown
Stichting Pensioenfonds ABP	485 Lexington Ave	29th Floor	New York	NY	10017		Representation & Warranty Claim		X	X	X	Unknown
											Total:	Unknown

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In re: Residential Capital, LLC

Case No. 12-12020

Schedule F-3

General Litigation

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Carolyn Hariston, an individual; Christine Petersen, an individual; William Mimiaga, an individual; Robin Gaston, an individual; Patrick Gaston, an individual; Mary Serrano, an individual; Sarah Sebahg, an individual; Rick Albritton, an individual; Veronica Grey, an individual; Brenda Mella, an individual; Joselito Mella, an individual; Michael Man, an individual; Judy Lim, an individual; David Cruz, an individual; Yesenia Cruz, an individual; Gregory Buck, an individual; Cristina Palbicke, an individual; Khalil Subat, an individual; Manija Subat, an individual; Genevie Cabang, an individual; Julio Gonzalez, an individual; Lisa A. Simonyi, an individual; Rick Ewald, an individual; Regina Faison, an individual; Alex Ibarra, an individual; Maria Elena Del Cid, an individual; Julio Del Cid, an individual; Mesbel Mohamoud, an individual; Michael Moultrie, an individual; Willie Gilmore, an individual; Phyllis McCrea, an individual; Cecilla Chaube, an individual; Magdalena Avila, an individual; Gricelda Ruano, an individual; Elisa Jordan, an individual; Lois Terrell Sullivan, an individual; Gloria Portillo, an individual; Florastene Holden, an individual; Marco Badilla, an individual; Manuela Badilla, an individual v. Ally Bank, N.A., f/k/a GMAC Bank, a Utah Corporation, in its own capacity and as an acquirer of certain assets and liabilities of GMAC; GMAC, a national Banking Association; Ally Financial, Inc. f/k/a GMAC, LLC a Delaware Corporation; GMAC Mortgage Group, Inc., a Delaware Corporation Group; Residential Capital, LLC f/k/a Residential Capital Corporation, a Delaware Corporation; GMAC-RFC Holding Company, LLC d/b/a GMAC Residential Funding Corporation, a Delaware Corporation; Residential Funding Company, LLC f/k/a Residential Funding Corporation, a Delaware Corporation; Homecomings Financial, LLC, a Delaware Corporation; Executive Trustee Services DBA ETS Services, LLC, a Delaware limited liability company; Home Connects Lending Services, LLC, a Pennsylvania limited liability company and Does 1-1000, inclusive Docket: 30-2012-00539541 Matter: 728660	BROOKSTONE LAW, PC	4000 MacArthur Blvd, Sutie 1110	Newport Beach	CA	92660		General Litigation - Origination - Mortgage		X	X	X	Unknown
City of Cleveland v. Deutsche Bank Trust Company, GMAC-RFC, et al. (federal case) City of Cleveland v. JP Morgan Chase Bank NA, GMAC Mortgage LLC, Residential Capital LLC, et al. (state case) Docket: 1:08-CV-00139 Matter: 687238	Cohen Rosenthal & Kramer, LLP	The Hoyt Block Bldg., Suite 400 700 W. St. Clair Avenue	Cleveland	OH	44113		General Litigation - Servicing Mortgage		X	X	X	Unknown
Robert Kanagaki, an individual; Ahmed Moujahid, an individual; Jess Pannell, an individual; Ronald Spataccino, an individual; Joanne Stanphill, an individual; John Stanphill, an individual; Troy Turner, an individual; Meta Turner, an individual; Peter Vamvakas, an individual; Patricia Young, an individual v. Ally Financial Inc; Residential Capital LLC; GMAC Mortgage LLC; and Does 1-XX, inclusive Docket: YC066431; 2:12-cv-03955 Matter: 726999	UFAN LEGAL GROUP PC	1490 STONE POINT DR; STE 100	ROSEVILLE	CA	95661		General Litigation - Servicing Mortgage		X	X	X	Unknown

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In re: Residential Capital, LLC

Case No. 12-12020

Schedule F-3

General Litigation

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	Address 2	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
Wendy Alison Nora v. Residential Funding Company LLC, RFC Trust 03 Loan Pool Number RASC2002KSSONF, GMAC-RFC Holding Company LLC, Residential Capital LLC, GMAC Mortgage LLC, Homecomings Financial LLC, GMAC Mortgage Group LLC, Ally Financial, GMAC Financial Services, Cerbrus Capital Management LP, Mortgage Electronic Registration Systems, Inc., Aegis Mortgage Corporation, Gray & Associates, LLP, Jay Pitner, Associate of Gray & Associates LLP, William N. Foshag, associate with Gray & Associates, Bass & Moglowsky SC, Arthur Moglowsky, a shareholder of Bass & Moglowsky SC, David M. Potteiger, Penny M. Gentges, Jeffrey Stephan, employee of GMAC Mortgage, Kenneeth Urgwuadu, a former employee of GMAC Mortgage, Manish Verma, an Employee of GMAC Mortgage, Amy Nelson, a former employee of Residential Funding Company and yet unnamed co-conspirators Docket: 3:10-CV-00748 Matter: 706615	6931 Old Sauk Rd.		Madison	WI	53717		General Litigation - Foreclosure		X	X	X	Unknown
												Unknown
										Total:		Unknown

B6G (Official Form 6G) (12/07)

In re: **Residential Capital, LLC**

Case No. 12-12020 (MG)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See Schedule G Attachment	

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In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract								Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	
20/20 PROMOTION	135 GRAND AVE EAST			SOUTH ST. PAUL	MN	55075		Vendor Agreement or Statement of Work
ADP	SYWARD PLACE PYRCROFT ROAD			CHERTSEY	SURREY	KT16 9JT	GBR	Vendor Agreement or Statement of Work
ALAN KING AND COMPANY INC	12647 ALCOSTA BLVD			SAN RAMON	CA	94583		Vendor Agreement or Statement of Work
Ally Bank	200 Renaissance Center			Detroit	MI	48243		Pledge and Security Agreement dated as of April 25, 2012
Ally Financial	200 Renaissance Center			Detroit	MI	48243		Pledge and Security Agreement dated as of April 25, 2012
Ally Financial Inc	Ally Financial Inc.	440 South Church Street		Charlotte	NC	28202		Loan Security and Borrowing Collateral Agreement
Ally Financial Inc.	1177 Avenue of the Americas	16th Floor		New York	NY	10036		ISDA or Derivative Counterparty Agreement
Ally Financial Inc.	3420 Toringdon Way	Floor 4		Charlotte	NC	28277		Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.
Ally Financial Inc.	3420 Toringdon Way	Floor 4		Charlotte	NC	28277		Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.
Ally Financial Inc..	200 Renaissance Center			Detroit	MI	48243		Asset Purchase Agreement
Ally Investment Management	200 Renaissance Center			Detroit	MI	48243		Pledge and Security Agreement dated as of April 25, 2012
Ally Investment Management	201 Renaissance Center			Detroit	MI	48244		ISDA Master Agreement
Ally, LLC	8400 Normandale Lake Boulevard Suite 350			Minneapolis	MN	55437		Asset Sale or Purchase Agreement(Dated 01/29/2009)
Andrew Davidson & Co Inc	65 BLEECKER ST.	5TH FLOOR		NEW YORK	NY	10012		Vendor Agreement or Statement of Work
Andrew Davidson & Co., Inc.	1201 24TH ST NW			WASHINGTON	DC	20037-1104		Vendor Agreement or Statement of Work
Andrew Davidson & Co., Inc.	1201 24TH ST NW			WASHINGTON	DC	20037-1104		Vendor Agreement or Statement of Work
Appaloosa Management LP	51 John F. Kennedy Pkwy			Short Hills	NJ	07078		Confidentiality or Non-Disclosure Agreement
Ara Content	701 Fifth Street South			Hopkins	MN	55343		Vendor Agreement or Statement of Work
Aspire Financial Search Inc	220 COMMERCE DR STE 200			FORT WASHINGTON	PA	19034		Vendor Agreement or Statement of Work
Avaya Inc	P.O. BOX 5332			NEW YORK	NY	100875332		Vendor Agreement or Statement of Work
AVAYA INC	P.O. BOX 5332			NEW YORK	NY	100875332		Vendor Agreement or Statement of Work

In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract								Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	
Avaya Inc.	211 Mt. Airy Road			Basking Ridge	NJ	07920		Confidentiality or Non-Disclosure Agreement
Baer Timberlake Coulson & Cates	6846 SOUTH CANTON, Ste 100			Tulsa	OK	74136		Engagement Letter
Bank of America, N.A.	333 South Hope Street			Los Angeles	CA	90071		Custodial Bank Account Agreement
Barclays Bank Plc	1 Churchill Place			London		E14 5HP	UK	ISDA or Derivative Counterparty Agreement
Barclays Bank PLC	745 7th Avenue			New York	NY	10019		Confidentiality or Non-Disclosure Agreement
Barclays Bank PLC	745 Seventh Avenue			New York	NY	10019		Confidentiality or Non-Disclosure Agreement
Barclays Bank PLC	Barclays Bank PLC	745 7th Avenue, 27th Floor		New York	NY	10119		Loan Security and Borrowing Collateral Agreement
Barclays Capital Inc.	1177 Avenue of the Americas			New York	NY	10036		Confidentiality or Non-Disclosure Agreement
Barclays Capital Inc.	745 Seventh Avenue			New York	NY	10019		Confidentiality or Non-Disclosure Agreement
Bayview Fund Management, LLC	4425 Ponce de Leon Blvd			Coral Gables	FL	33146		Confidentiality or Non-Disclosure Agreement
Berkshire Hathaway Inc.	3555 Farnam Street			Omaha	NE	68131		Confidentiality or Non-Disclosure Agreement
BMMZ Holdings LLC	200 Renaissance Center			Detroit	MI	48243		Asset Purchase Agreement
BORLAND SOFTWARE CORPORATION	PO BOX 39000			SAN FRANCISCO	CA	94139		Vendor Agreement or Statement of Work
Bradley Arant Boult Cummings LLP	One Federal Place	1819 Fifth Avenue North		Birmingham	AL	35203		Engagement Letter
Bryan Cave, LLP	PO BOX 503089			ST LOUIS	MO	63150		Engagement Letter
Buchalter Nemer	1000 Wilshire Boulevard	Suite 1500		Los Angeles	CA	90017-2457		Engagement Letter
Buchalter Nemer	1000 Wilshire Boulevard	Suite 1500		Los Angeles	CA	90017-2457		Engagement Letter
Buckleysandler LLP	1250 24TH Street NW	Suite 700		Washington	DC	20037		Engagement Letter
Business Wire A Corporation	4709 W GOLF ROAD			SKOKIE	IL	60076		Vendor Agreement or Statement of Work
Carpenter Lipps & Leland LLP	280 Plaza	Suite 1300	280 North High Street	Columbus	OH	43215		Engagement Letter
Carpenter Lipps & Leland LLP	280 Plaza, Suite 1300, 280 North High Street			Columbus	OH	43215		Engagement Letter
Carrington Capital Management, LLC	599 West Putnam Avenue			Greenwich	CT	06830		Confidentiality or Non-Disclosure Agreement
CarVal Investors, LLC	12700 Whitewater Drive			Minnetonka	MN	55343		Confidentiality or Non-Disclosure Agreement
Castle Peak Capital Advisors, LLC	12 South Sixth Street	Suite 950		Minneapolis	MN	55402		Confidentiality or Non-Disclosure Agreement
Centerbridge Advisors II, LLC	375 Park Ave.	12 Floor		New York	NY	10152-0002		Confidentiality or Non-Disclosure Agreement
Centerbridge Advisors II, LLC	375 Park Ave.	12 Floor		New York	NY	10152-0002		Confidentiality or Non-Disclosure Agreement

In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Centerview Partners, LLC	31 West 52nd Street	22nd Floor		New York	NY	10019		Engagement Letter
Cheryl Wago	54-122 Puuowaa Street			Hauula	HI	96717		Vendor Agreement or Statement of Work
Citibank N.A.	390 Greenwich Street	6th Floor		New York	NY	10013		\$1,000,000 committed Line of Credit, dated August 19, 2011, between GMAC Mortgage, LLC and Citibank, N.A. with Residential Capital, LLC as Guarantor
Citibank N.A.	390 Greenwich Street	6th Floor		New York	NY	10013		Amended and Restated Loan and Security Agreement Dated as of June 30, 2010 between GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, as Guarantor and CitiBank, N.A., as Lender, as amended.
Citibank, N.A.	388 Greenwich St			New York	NY	10005		Custodial Bank Account Agreement
Citibank, N.A.	Citibank, N.A.	390 Greenwich Street	6th Floor	New York	NY	10013		Loan Security and Borrowing Collateral Agreement
Citigroup Global Markets Inc.	388 Greenwich Street			New York	NY	10013		Confidentiality or Non-Disclosure Agreement
Citigroup Global Markets Inc.	388 Greenwich Street			New York	NY	10013		Confidentiality or Non-Disclosure Agreement
Cloud, Feehery & Richter	770 E Market St #280			West Chester	NY	19382		Confidentiality or Non-Disclosure Agreement
CMA	700 Troy-Schenectady Road			Latham	NY	12110		Confidentiality or Non-Disclosure Agreement
CMH Holdings, LLC	c/o Cerberus Real Estate Capital Management, LLC	875 Third Avenue - 12th Floor		New York	NY	10022		Servicing Agreement
Cogent	74 New Montgomery Street, Suite 325			San Francisco	CA	94105		Confidentiality or Non-Disclosure Agreement
Conrad O'Brien PC	1500 Market Street	Centre Square West Towers	Ste 3900	Philadelphia	PA	19102		Engagement Letter
CSI Leasing Inc	PO BOX 775485	ATTN ACCTS RECEIVABLE		ST LOUIS	MO	63177-5485		Vendor Agreement or Statement of Work
Cue Inc	430 North First Avenue			Minneapolis	MN	55401		Vendor Agreement or Statement of Work
Curtis Mallet Prevost Colt & Mosle LLP	101 Park Ave.			New York	NY	10178		Engagement Letter
Davidson Kempner Capital Management LLC	65 East 55th Street	20th Floor		New York	NY	10022		Confidentiality or Non-Disclosure Agreement
DBRS Inc	181 UNIVERSITY AVENUE			TORONTO	ON	M5H 3N7	CAN	Vendor Agreement or Statement of Work
Deutsche Bank AG	Taunusanlage 12	60325 AM Main		Frankfurt			Germany	ISDA or Derivative Counterparty Agreement
Deutsche Bank Trust Company Americas	25 De Forest Ave			Summit	NJ	07901		\$1,250,000,000 Aggregate 8.500% Senior Unsecured Notes due June 2012, as amended
Deutsche Bank Trust Company Americas	25 De Forest Ave			Summit	NJ	07901		\$1,750,000,000 Aggregate 8.500% Senior Unsecured Notes due April 2013, as amended

In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Deutsche Bank Trust Company Americas	25 De Forest Ave			Summit	NJ	07901		\$250,000,000 Aggregate 8.875% Senior Unsecured Notes due June 2015, as amended
Deutsche Bank Trust Company Americas	25 De Forest Ave			Summit	NJ	07901		£400,000,000 Aggregate Principal Amount of 9.875% Notes due July 2014 (GBP Spot Rate of 1.6069), as amended
Deutsche Bank Trust Company Americas	25 De Forest Ave			Summit	NJ	07901		£400,000,000 Aggregate Principal Amount of 8.375% Notes due May 2013 (GBP Spot Rate of 1.6069), as amended
Deutsche Bank Trust Company Americas	25 De Forest Ave			Summit	NJ	07901		€750,000,000 Aggregate Principal Amount of 7.125% Notes due May 2012 (Euro Spot Rate of 1.2917), as amended
DIMENSION DATA	PO BOX 403667			ATLANTA	GA	30384-3667		Confidentiality or Non-Disclosure Agreement
DLJ Mortgage Capital, Inc.	Eleven Madison Avenue			New York	NY	10010		Confidentiality or Non-Disclosure Agreement
Dorsey & Whitney LLP	50 South Sixth Street	Suite 1500		Minneapolis	MN	55402-1498		Engagement Letter
Dray Dykman Reed & Healey PC	204 East 22nd Steet			Cheyenne	WY	82001-3799		Engagement Letter
Dykema Gossett PLLC	400 RENAISSANCE CENTER			DETROIT	MI	48243		Engagement Letter
EMC Corporation	PO Box 777			Philadelphia	PA	19175-3550		Confidentiality or Non-Disclosure Agreement
Executive Search Partners LLC	P O BOX 2827			HICKORY	NC	28602		Vendor Agreement or Statement of Work
Experian Information Solutions Inc	475 Anton Boulevard			Costa Mesa	CA	92626		Vendor Agreement or Statement of Work
Federal Reserve Board	20th Street and Constitution Avenue, NW			Washington	DC	20551		Consent Order
FiServ Solutions, Inc.	31 Inwood Road			Rocky Hill	CT	06067		Confidentiality or Non-Disclosure Agreement
Five Mile Capital Partners LLC	Three Stamford Plaza	301 Tresser Boulevard	12th floor	Stamford	CT	06901		Confidentiality or Non-Disclosure Agreement
Fortress Investment Group LLC	1345 Avenue of the Americas	46th Floor		New York	NY	10105		Confidentiality or Non-Disclosure Agreement
FTI Consulting, Inc.	214 North Tryon Street	Suite 1900		Charlotte	NC	28202		Engagement Letter
GMAC Mortgage Group LLC	1100 Virginia Drive			Fort Washington	PA	19034		Tax Sharing Agreement
GMAC Mortgage Group, LLC	1100 Virginia Drive			Fort Washington	PA	19034		Pledge and Security Agreement dated as of April 25, 2012
GMAC Residential Holding Corp.	3993 Howard Hughes Parkway, Suite 250			Las Vegas	NV	89169		Intercompany Agreement
GMAC-RFC Investments BV	Prinses Margrietpnts 92			The Hague		2595 BR	Netherlands	Asset Sale or Purchase Agreement(Dated 09/21/2009)
Hewlett-Packard Corporation	13207 COLLECTIONS CENTER DR			CHICAGO	IL	60693		Vendor Agreement or Statement of Work
Houlihan Lokey Capital Inc.	123 N. Wacker Drive	4th Floor		Chicago	IL	60606		Confidentiality or Non-Disclosure Agreement

In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
HP ENTERPRISE SERVICES LLC	PO BOX 281935			ATLANTA	GA	30384		Vendor Agreement or Statement of Work
Hunton & Williams	951 E. Byrd Street	Riverfront Plaza - East Tower		Richmond	VA	23219		Engagement Letter
IBM Corporation	1 New Orchard Road			Armonk	NY	10504-1722		Confidentiality or Non-Disclosure Agreement
IBM CORPORATION	PO BOX 534151			ATLANTA	GA	30353		Vendor Agreement or Statement of Work
iComply Incorporated	5185 MacArthur Boulevard, N.W.,			Washington	DC	20016		Vendor Agreement or Statement of Work
INFORMATICA CORPORATION	100 Cardinal Way			Redwood City	CA	94063		Vendor Agreement or Statement of Work
INOVA SOLUTIONS	110 AVON ST			Charlottesville	VA	22902		Vendor Agreement or Statement of Work
IPC SYSTEMS INC	PO BOX 35634			NEWARK	NJ	07193-5634		Vendor Agreement or Statement of Work
IronPort Systems Inc	1100 Grundy Lane, Suite 100			San Bruno	CA	94066		Vendor Agreement or Statement of Work
J.C. Flowers & Co. LLC	717 Fifth Avenue	26th Floor		New York	NY	10022		Confidentiality or Non-Disclosure Agreement
JP Morgan Chase Bank, N.A.	3rd First National Plaza			Chicago	IL	60602		Custodial Bank Account Agreement
Kana Software Inc	181 CONSTITUTION DR			MENLO PARK	CA	94025		Vendor Agreement or Statement of Work
KPMG LLP	Three Chestnut Ridge Road			Montvale	NJ	07645-0435		Confidentiality or Non-Disclosure Agreement
Kurtzman Carson Consultants LLC	2335 Alaska Ave.			El Segundo	CA	90245		Engagement Letter
Landor LLC	1001 FRONT STREET			SAN FRANCISCO	CA	94111		Vendor Agreement or Statement of Work
Leucadia National Corporation	Corporate Office	315 Park Ave South		New York	NY	10010		Confidentiality or Non-Disclosure Agreement
LIVEPERSON INC	475 TENTH AVENUE			NEW YORK	NY	10018		Confidentiality or Non-Disclosure Agreement
Locke Lord Bissell & Liddell LLP	P O Box 201072			HOUSTON	TX	77216-1072		Engagement Letter
Lone Star U.S. Acquisitions, LLC	2711 N. Haskell Avenue	Suite 1700		Dallas	TX	75204		Confidentiality or Non-Disclosure Agreement
LPS Portfolio Solutions, LLC	601 Riverside Ave., Building 5, 2nd Floor			Jacksonville	FL	32204		Confidentiality or Non-Disclosure Agreement
Mariner Systems Inc	575 MARKET ST	40TH FLOOR		SAN FRANCISCO	CA	94105-2854		Vendor Agreement or Statement of Work
MARSYS	575 Market Street, 40th Floor			San Francisco	CA	94105		Confidentiality or Non-Disclosure Agreement
MHPool Holdings, LLC	c/o Cerberus Real Estate Capital Management, LLC	875 Third Avenue - 12th Floor		New York	NY	10022		Servicing Agreement
Micro-Tel Center	3700 HOLCOMB BRIDGE ROAD			Norcross	GA	30092		Vendor Agreement or Statement of Work
Mildred J Billings	9120 US Highway #36			Lyons	CO	80540		Vendor Agreement or Statement of Work

In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

Executory Contracts and Unexpired Leases

								Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	
Monex Casa de Bolsa S.A. de C.V.	Paseo de la Reforma #284 Piso 14			Col. Juárez	Del. Cuauhtémoc	C.P.06600	Mexico	\$5,000,000,000 Dual Program Revolvente of Certificates Stock-Exchange, Dated as of June 14, 2007, between Monex Casa de Bolsa S.A. de C.V. and the full and unconditional guarantee from Residential Capital Corporation (ResCap), GMAC Residential Holding Corporation, GMAC Mortgage Corporation, GMAC-RFC Holding Corp., Residential Funding Corporation and Homecomings Financial Network, Inc.
MOODY'S INVESTORS SERVICE	PO BOX 102597			ATLANTA	GA	30368-0597		Vendor Agreement or Statement of Work
Morgan Stanley & Co. LLC	1585 Broadway			New York	NY	10036		Confidentiality or Non-Disclosure Agreement
MORNINGSTAR INC	2668 PAYSHPERE CIRCLE			CHICAGO	IL	60674		Vendor Agreement or Statement of Work
Morrison & Foerster LLP	425 Market Street	33rd Floor		San Francisco	CA	94104		Engagement Letter
Morrison Cohen LLP	909 Third Avenue			New York	NY	10022		Engagement Letter
MTM TECHNOLOGIES INC	PO BOX 27986			NEW YORK	NY	10087-7986		Vendor Agreement or Statement of Work
Nationstar Mortgage LLC	350 Highland Drive			Lewisville	TX	75067		Asset Purchase Agreement
NGSSoftware US	1119 Pacific Avenue, Suite 1200			Tacoma	WA	98402		Vendor Agreement or Statement of Work
Office of the Attorney General AK	PO Box 110300			Juneau	AK	99811-0300		Department of Justice Settlement
Office of the Attorney General AL	500 Dexter Ave			Montgomery	AL	36130		Department of Justice Settlement
Office of the Attorney General AR	323 Center St Ste 200			Little Rock	AR	72201		Department of Justice Settlement
Office of the Attorney General AZ	1275 W Washington St			Phoenix	AZ	85007		Department of Justice Settlement
Office of the Attorney General CA	455 Golden Gate Ste 11000			San Francisco	CA	94102-7004		Department of Justice Settlement
Office of the Attorney General CO	1525 Sherman St 7th Fl			Denver	CO	80203		Department of Justice Settlement
Office of the Attorney General CT	55 Elm St			Hartford	CT	06106		Department of Justice Settlement
Office of the Attorney General DC	441 4th St NW Ste 1145S			Washington	DC	20001		Department of Justice Settlement
Office of the Attorney General DE	Carvel State Office Bldg	820 N French St		Wilmington	DE	19801		Department of Justice Settlement
Office of the Attorney General FL	The Capitol PL 01			Tallahassee	FL	32399-1050		Department of Justice Settlement
Office of the Attorney General GA	40 Capitol Sq SW			Atlanta	GA	30334		Department of Justice Settlement
Office of the Attorney General HI	425 Queen St			Honolulu	HI	96813		Department of Justice Settlement
Office of the Attorney General IA	1305 E Walnut St			Des Moines	IA	50319		Department of Justice Settlement
Office of the Attorney General ID	700 W State St	PO Box 83720		Boise	ID	83720-0010		Department of Justice Settlement

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In re: Residential Capital, LLC

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Executory Contracts and Unexpired Leases

								Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
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Office of the Attorney General IL	100 W Randolph St			Chicago	IL	60601		Department of Justice Settlement
Office of the Attorney General IN	Indiana Government Center South	302 W Washington St		Indianapolis	IN	46204		Department of Justice Settlement
Office of the Attorney General KS	Memorial Hall 2nd Fl	120 SW 10th St		Topeka	KS	66612		Department of Justice Settlement
Office of the Attorney General KY	700 Capitol Ave Ste 118			Frankfort	KY	40601		Department of Justice Settlement
Office of the Attorney General LA	PO Box 94005			Baton Rouge	LA	70804		Department of Justice Settlement
Office of the Attorney General MA	One Ashburton Place			Boston	MA	02108		Department of Justice Settlement
Office of the Attorney General MD	200 St Paul Place			Baltimore	MD	21202		Department of Justice Settlement
Office of the Attorney General ME	6 State House Station			Augusta	ME	04333		Department of Justice Settlement
Office of the Attorney General MI	G Menne Williams Bldg 7th Fl	525 W Ottawa St	PO Box 30212	Lansing	MI	48909		Department of Justice Settlement
Office of the Attorney General MN	1400 Bremer Tower	445 Minnesota St		St Paul	MN	55101		Department of Justice Settlement
Office of the Attorney General MO	Supreme Court Building	207 W High St	PO Box 899	Jefferson City	MO	65102		Department of Justice Settlement
Office of the Attorney General MS	Walters Sillers Building	550 High St Ste 1200		Jackson	MS	39201		Department of Justice Settlement
Office of the Attorney General MT	Department of Justice	PO Box 201401		Helena	MT	59620-1401		Department of Justice Settlement
Office of the Attorney General NC	9001 Mail Service Center			Raleigh	NC	27699-9001		Department of Justice Settlement
Office of the Attorney General ND	State Capitol	600 E Boulevard Ave Dept 125		Bismarck	ND	58505		Department of Justice Settlement
Office of the Attorney General NE	2115 State Capitol			Lincoln	NE	68509		Department of Justice Settlement
Office of the Attorney General NH	33 Capitol St			Concord	NH	03301		Department of Justice Settlement
Office of the Attorney General NJ	PO Box 080			Trenton	NJ	08625-0080		Department of Justice Settlement
Office of the Attorney General NM	PO Drawer 1508			Santa Fe	NM	87504-1508		Department of Justice Settlement
Office of the Attorney General NV	100 N Carson St			Carson City	NV	89701-4717		Department of Justice Settlement
Office of the Attorney General NY	120 Broadway			New York	NY	10271-0332		Department of Justice Settlement
Office of the Attorney General OH	30 E Broad St 17th Fl			Columbus	OH	43215		Department of Justice Settlement
Office of the Attorney General OK	313 NE 21st St			Oklahoma City	OK	73105		Department of Justice Settlement
Office of the Attorney General OR	Oregon Dept of Justice	1162 Court St NE		Salem	OR	97301-4096		Department of Justice Settlement
Office of the Attorney General PA	16th Fl Strawberry Sq			Harrisburg	PA	17120		Department of Justice Settlement
Office of the Attorney General RI	150 S Main St			Providence	RI	02903		Department of Justice Settlement

In re: Residential Capital, LLC

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Executory Contracts and Unexpired Leases

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Office of the Attorney General SC	PO Box 11549			Columbia	SC	29211		Department of Justice Settlement
Office of the Attorney General SD	1302 E Hwy 14 Ste 1			Pierre	SD	57501-8501		Department of Justice Settlement
Office of the Attorney General TN	PO Box 20207			Nashville	TN	37202-0207		Department of Justice Settlement
Office of the Attorney General TX	PO Box 12548			Austin	TX	78711-2548		Department of Justice Settlement
Office of the Attorney General UT	PO Box 142320			Salt Lake City	UT	84114-2320		Department of Justice Settlement
Office of the Attorney General VA	900 E Main St			Richmond	VA	23219		Department of Justice Settlement
Office of the Attorney General VT	109 State St			Montpelier	VT	05609-1001		Department of Justice Settlement
Office of the Attorney General WA	1125 Washington St SE	PO Box 40100		Olympia	WA	98504-0100		Department of Justice Settlement
Office of the Attorney General WI	PO Box 7857			Madison	WI	53707-7857		Department of Justice Settlement
Office of the Attorney General WV	State Capital Complex	Bldg 1 Rm E 26		Charleston	WV	25305		Department of Justice Settlement
Office of the Attorney General WY	123 Capitol Bldg	200 W 24th St		Cheyenne	WY	82002		Department of Justice Settlement
One William Street Capital Management, L.P.	1271 Avenue of the Americas			New York	NY	10020		Confidentiality or Non-Disclosure Agreement
ORACLE CORPORATION	PO BOX 71028			CHICAGO	IL	60694-1028		Confidentiality or Non-Disclosure Agreement
Orrick, Herrington & Sutcliffe LLP	Global Operations Center	2121 Main Street		Wheeling	WV	26003		Engagement Letter
Pacioli Companies Inc	200 S 6th St Ste 760			Minneapolis	MN	55402-1410		Vendor Agreement or Statement of Work
Paulson & Co. Inc.	1251 Avenue of the Americas	50th Floor		New York	NY	10020		Confidentiality or Non-Disclosure Agreement
Penwater Capital Management LP	227 W Monroe	Suite 4000		Chicago	IL	60606-5099		Confidentiality or Non-Disclosure Agreement
Pepper Hamilton LLP	3000 Two Logan Square 18th and Arch Streets			Philadelphia	PA	19103		Engagement Letter
PNMAC Capital Management, LLC	6101 Condor Drive			Moorpark	CA	93021		Confidentiality or Non-Disclosure Agreement
PricewaterhouseCoopers LLP	300 Madison Ave			New York	NY	10017		2009 audit info to NSM
QUANTITATIVE RISK MANAGEMENT I	181 West Madison St 41st Fl			Chicago	IL	60602		Vendor Agreement or Statement of Work
Quicken Loans Inc.	1050 Woodward Avenue			Detroit	MI	48226		Confidentiality or Non-Disclosure Agreement
Ranieri Partners Management LLC	650 Madison Avenue	19th Floor		New York	NY	10022		Confidentiality or Non-Disclosure Agreement
RBS Financial Products Inc.	600 Washington Boulevard			Stamford	CT	06901		Confidentiality or Non-Disclosure Agreement
Reed Smith LLP	1650 MARKET STREET	2500 LIBERTY PLACE		Philadelphia	PA	19103		Engagement Letter
Residential Funding Company, LLC	8400 Normandale Lake Boulevard, Suite 350			Minneapolis	MN	55437		Intercompany Agreement

In re: Residential Capital, LLC

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Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	Address 3	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
Roosevelt Management Company LLC	1540 Broadway	Suite 1500		New York	NY	10036		Confidentiality or Non-Disclosure Agreement
Rsa Security Inc	1040 Avenue of the Americas			New York	NY	10087		Vendor Agreement or Statement of Work
RSA Security Inc.	174 Middlesex Tpke			Bedford	MA	01730		Vendor Agreement or Statement of Work
RSA Security Inc.	174 Middlesex Tpke			Bedford	MA	01730		Vendor Agreement or Statement of Work
RSA Security Inc.	174 Middlesex Tpke			Bedford	MA	01730		Vendor Agreement or Statement of Work
Rubenstein Public Relations, Inc.	1345 Avenue of the Americas	30th Floor		New York	NY	10105		Engagement Letter
Sandler O'Neill & Partners, L.P.	1251 Avenue of the Americas	6th Floor		New York	NY	10020		Confidentiality or Non-Disclosure Agreement
Sands Anderson PC	1111 E Main Street			Richmond	VA	23219-3555		Engagement Letter
Severson & Werson PC	ONE EMBARCADERO CENTER			San Francisco	CA	94111		Engagement Letter
SHARED SOLUTIONS AND SERVICES INC	P O BOX 1521			MINNEAPOLIS	MN	55480-1521		Vendor Agreement or Statement of Work
SHI (SOFTWARE HOUSE INTERNATIONAL)	PO BOX 8500-41155			PHILADELPHIA	PA	19178		Vendor Agreement or Statement of Work
Silver Point Finance, LLC	Two Greenwich Plaza			Greenwich	CT	06830		Confidentiality or Non-Disclosure Agreement
Sprint	900 Springmill Road			Mansfield	OH	44906		Confidentiality or Non-Disclosure Agreement
STANDARD & POOR'S FINANCIAL SERVICE	2542 COLLECTION CENTER DRIVE			CHICAGO	IL	60693		Vendor Agreement or Statement of Work
Sykes Enterprises, Incorporated	400 N. Ashley Dr. Ste. 2800			Tampa	FL	33602		Confidentiality or Non-Disclosure Agreement
SYNAPTİK GROUP LLC	10 TIMBER GREEN COURT			MEDFORD	NJ	08055		Confidentiality or Non-Disclosure Agreement
TEMPLEBELLS TECHNOLOGY SERVICES INC	8609 LYNDALE AVE S			BLOOMINGTON	MN	55420		Confidentiality or Non-Disclosure Agreement
Trans Union LLC	PO Box 3227	Commerce Crt.		Toronto	ON	M5L 1K1	CAN	Vendor Agreement or Statement of Work
Trillis Pendleton	St. 528 Blk. 197 #1, Villa Carolina			Carolina	PR	00985		Vendor Agreement or Statement of Work
Troutman Sanders LLP	Troutman Sanders LLP P.O Box 933652			Atlanta	GA	31193-3652		Engagement Letter
TWTC	10475 Park Meadows Drive			Littleton	CO	80124		Confidentiality or Non-Disclosure Agreement
U.S. Bank National Association	50 South 16th Street	Suite 2000		Philadelphia	PA	19102		Indenture dated as of June 6, 2008 among Residential Capital LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.
U.S. Bank National Association	60 Livingston Avenue	Corporate Trust Services		St. Paul	MN	55107		Confidentiality or Non-Disclosure Agreement
United States of America	555 4th Street			Washington	DC	20530-0001		Department of Justice Settlement
VERIZON BUSINESS SERVICES INC	P.O. BOX 371355			PITTSBURG	PA	15250-7355		Vendor Agreement or Statement of Work

In re: Residential Capital, LLC

Case No. 12-12020

Schedule G

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VERIZON BUSINESS SERVICES INC	PO BOX NO 371322			PLATTSBURGH	PA	15250		Confidentiality or Non-Disclosure Agreement
Verizon Select Services Inc	P.O. BOX 371355			PITTSBURG	PA	15250-7355		Vendor Agreement or Statement of Work
Verizon Select Services Inc	P.O. BOX 371355			PITTSBURG	PA	15250-7355		Vendor Agreement or Statement of Work
Walter Investment Management Corp.	3000 Bayport Drive,	Suite 1100		Tampa	FL	33607		Confidentiality or Non-Disclosure Agreement
Wells Fargo f/k/a Wachovia Bank	333 Market Street	3rd Floor		San Francisco	CA	94105		Custodial Bank Account Agreement
Western Portfolio Analytics and Trading LLC DBA Westpat LLC	5023 PARKWAY CALABASAS,2ND FLOOR			CALABASAS	CA	91302		Vendor Agreement or Statement of Work
White & Case LLP	1155 Avenue of the Americas			New York	NY	10036-2787		Confidentiality or Non-Disclosure Agreement
White & Case LLP [New York]	1155 Avenue of the Americas			New York	NY	10036		Engagement Letter
William S. Lyons Jr.; WL Family Trust; WL Family Partners, LLLP; WRL Family Partners, LLLP; WRL Family Trust; Shone I, LLC	Robert W. Hatch II	Hatch Jacobs LLC	950 Seventeenth St., Ste 1700	Denver	CO	80202		Settlement Agreement
William S. Lyons Jr.; WL Family Trust; WL Family Partners, LLLP; WRL Family Partners, LLLP; WRL Family Trust; Shone I, LLC	William S. Lyon's Jr.	7853 East Arapahoe Rd., Ste 1000		Centennial	CO	80112		Settlement Agreement

In re: Residential Capital, LLC

Case No. 12-12020 (MG)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Schedule H Attachment	

In re: Residential Capital, LLC

Case No. 12-12020

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
Equity Investments I, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC – RFC Holding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC – RFC Holding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC – RFC Holding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

In re: Residential Capital, LLC

Case No. 12-12020

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan and Security Agreement Dated as of June 30, 2010 between GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, as Guarantor and CitiBank, N.A., as Lender, as amended.	390 Greenwich Street 6th Floor New York, NY 10013
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
GMAC Residential Holding Company, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Residential Holding Company, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Residential Holding Company, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

In re: Residential Capital, LLC

Case No. 12-12020

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Passive Asset Transactions, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102

In re: Residential Capital, LLC**Case No. 12-12020**

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
RFC Asset Holdings II, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK, NEW YORK**

In re: Residential Capital, LLC

Case No. 12-12020 (MG)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, James Whitlinger, Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 25 sheets , and that they are true and correct to the best of my knowledge, information, and belief.

Date 7/3/2012

Signature: / s / James Whitlinger

James Whitlinger

Chief Financial Officer